

9-361A009

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RECORDATION NO. 16590-B FILED 1425

DEC 27 1989 -9 15 AM
INTERSTATE COMMERCE COMMISSION

December 26, 1989

Southern Railway Company
Equipment Trust Certificates, Series A

Dear Ms. McGee:

We are enclosing on behalf of Southern Railway Company ("Company") two executed counterparts of the Release and Termination effective December 27, 1989, between the Company and General Electric Company ("GE"), relating to the Temporary User Agreement dated November 1, 1989, as amended by an Amendment dated December 1, 1989 between the Company and GE which was recorded with the Interstate Commerce Commission on November 1, 1989, at 3:10 p.m., Recordation No. 16590.

The parties to the enclosed agreement are:

Company

Southern Railway Company
8 North Jefferson Street
Roanoke, Virginia 24042

GE

General Electric Corporation
2901 East Lake Road
Erie, Pennsylvania 16531

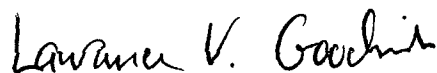
The equipment covered by the aforementioned agreement appears in Exhibit A attached hereto.

*this one
is 16590-B*

*Wm. Cravath
Michael McGee*

Enclosed is our check for \$15 for the required fee. Please accept for recordation one counterpart of the enclosed Release and Termination, stamp the other counterpart with your recordation number and return it to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Laurance V. Goodrich".

Laurance V. Goodrich

Noreta R. McGee, Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

EXHIBIT A

Description of GE Equipment

No. of
Units

45

3,200 H.P. Model Dash 8-32B Diesel-Electric
Locomotives built by General Electric
Company and to be numbered SOU 3522-3566, all
inclusive.

CARYN W. SHERMAN
Notary Public, State of New York
No 31-4633991
Qualified in New York County
Commission Expires August 31, 1990

**Temporary User Agreement
Release and Termination**

RECORDATION NO. 16590-B FILED 1408
DEC 27 1989 -9 15 AM
INTERSTATE COMMERCE COMMISSION

This Release and Termination terminates the Temporary User Agreement dated November 1, 1989, as amended by an Amendment dated December 1, 1989 ("User Agreement"), between Southern Railway Company ("Railroad"), a Virginia corporation, and General Electric Company ("Builder") a New York corporation, with respect to the following locomotives: SOU 3522 through SOU 3566, both inclusive (hereinafter referred to as the "Terminated Equipment").

WHEREAS, Railroad and Builder executed the User Agreement relating to the equipment described in Exhibit A attached thereto for the purpose of enabling Railroad to use such equipment pending completion of certain financing arrangements;

WHEREAS, the User Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. 11303, as recorded on November 1, 1989, at 3:10 p.m., Recordation No. 16590;

WHEREAS, the parties desire to terminate and cancel the User Agreement with respect to the Terminated Equipment and to record this Release and Termination.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Railroad and Builder agree as follows:

1. Railroad and Builder hereby terminate and cancel the User Agreement effective December 27, 1989 with respect to the Terminated Equipment, provided, however, that this shall not negate paragraphs 4 and 7, which shall survive termination. Furthermore, the provisions of the User Agreement shall apply to any matters arising under the User Agreement during the term thereof.

2. The parties agree to record this Release and Termination agreement with the ICC so as to release, and the Builder hereby releases, any lien or encumbrance against the Terminated Equipment constituted by the User Agreement.

3. This agreement may be executed by the parties in one or more counterparts (or upon separate signature pages

bound together in one or more counterparts) each of which shall be deemed to be an original and all of which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this agreement to be executed by their authorized officers as of the dates shown below.

SOUTHERN RAILWAY COMPANY

By: *RA Bogen*
Title: Vice President

Date: December 20, 1989

ATTEST:

Dezora M. Martin
Assistant Secretary

GENERAL ELECTRIC COMPANY

By: *Royce L. Jones*
Title: ~~MANAGER~~ TRANSPORTATION SYSTEMS FINANCE OPERATION
TRANSPORTATION SYSTEMS BUSINESS OPERATIONS
Date: _____

ATTEST:

W. J. D. W. J. W. J.
Assistant Secretary
ATTESTING

EXHIBIT A

Description of GE Equipment

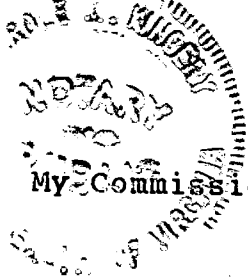
No. of
Units

| | |
|----|--|
| 45 | 3,200 H.P. Model Dash 8-32B Diesel-Electric Locomotives built by General Electric Company and to be numbered SOU 3522-3566, all inclusive. |
|----|--|

COMMONWEALTH OF VIRGINIA)
CITY OF NORFOLK)

SS:

On the 20th day of December, 1989, before me personally appeared R. A. Brogan, to me personally known, who being by me duly sworn, says that he is Vice President of Southern Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carole M. Kungery
Notary

My Commission expires:

My Commission Expires February 5, 1990.

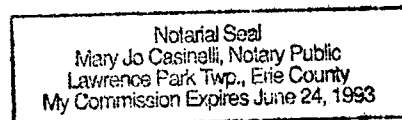
STATE OF PENNSYLVANIA)
CITY OF ERIE)

SS:

On the 20TH day of DECEMBER, 1989, before me personally appeared ROYCE TONIES, to me personally known, who being by me duly sworn, says that he is MANAGER - TRANSPORTATION SYSTEMS FINANCE OPERATION of General Electric Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Jo Casinelli
Notary

My Commission expires:



Member, Pennsylvania Association of Notaries